



RECORDATION NO. 19380-E FILED

JUN 21 '00 19-01 AM

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

SURFACE TRANSPORTATION BOARD

14 June 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Release of Lien of Options, Rights of First Refusal and Remarketing Rights dated as of June 1, 2000, between the following parties:

Assignor: Firststar Bank, N.A. (formerly Star Bank, N.A.)
425 Walnut Street, ML 8135
Cincinnati, OH 45202

Lessor: Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)
300 Pike Street
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (58) railcars, involved in this transaction.

Please file this as a secondary document under the Recordation Number 19380-E, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 19380 - 19380-D.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check in the amount of \$78.00, check # 11743. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

A handwritten signature in cursive script that reads "Shelley Bacon". The signature is written in dark ink and is positioned above the printed name and title.

Shelley Bacon
Documentation Coordinator

Enclosures

JUN 21 '00 19-01 AM

**RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

SURFACE TRANSPORTATION BOARD

This Release of Options, Rights of First Refusal and Remarketing Rights (the "Release") releases the lien created by that certain Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of October 15, 1997 (the "Memorandum"), bearing Surface Transportation Board ("STB") Recordation No. 19380-B, filed on October 29, 1997, between Star Bank, N.A. (subsequently "Firststar Bank, N.A.") (hereinafter referred to as "Firststar") and DJJ Transportation Services, Inc. (subsequently Joseph Transportation Services, Inc.) (hereinafter referred to as "Joseph"), relating to sixty (60) railcars as set forth in Schedule I attached hereto ("Railcars").

WHEREAS, the sixty (60) Railcars were leased pursuant to the Railroad Equipment Lease dated April 15, 1995, with Wisconsin Central Ltd., as Lessee, and DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar, as Lessor, on October 15, 1997, (hereinafter referred to as the "Lease");

WHEREAS, two (2) of the Railcars, bearing reporting marks WC 31236 and WC 31257 were destroyed during the term of the Lease (hereinafter referred to as "Destroyed Railcars");

WHEREAS, Firststar has released the Destroyed Railcars from the Lease in a separate Lien Release, bearing Recordation Number 19380-C, dated June 1, 2000;

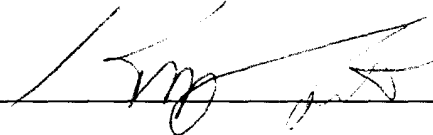
WHEREAS, Joseph has purchased the remaining fifty-eight (58) Railcars subject to the Lease (hereinafter referred to as the "Equipment") from Firststar, and by such act, all interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated;

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Firststar submits the following:

1. Joseph has purchased the Equipment from Firststar.
2. All interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated.
3. Firststar hereby releases any lien created by or arising out of the Memorandum.
4. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Memorandum and shall bear Recordation Number 19380-E.

IN WITNESS WHEREOF, the parties have executed this Release as of June 1, 2000.

FIRSTAR BANK, N.A.

By: 

Name: Kim J. Trombetta

Title: Senior Vice President

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

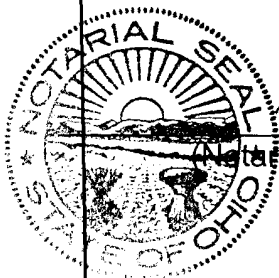
Name: Paul E. Loebig

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of June, 2000, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of June, 2000.



Shelley B. Bacon
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

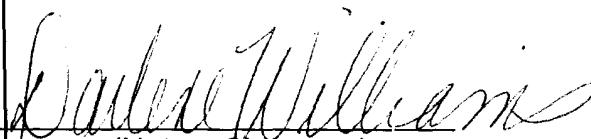
My commission expires:

July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of June, 2000, before me the subscriber, Darlene Williams, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta, to me personally known, who stated and acknowledged that he is the Senior Vice President of Firstar Bank, N.A., a national banking association organized under the laws of the United States, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of June, 2000.


(Notary Signature)

My commission expires:

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires April 12, 2004

**SCHEDULE I
TO
RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

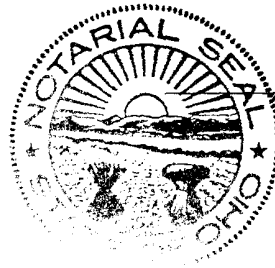
CARS: Fifty-eight (58) railcars bearing reporting marks as follows:

WC 31200	WC 31233
WC 31201	WC 31234
WC 31202	WC 31235
WC 31203	WC 31237
WC 31204	WC 31238
WC 31205	WC 31239
WC 31206	WC 31240
WC 31207	WC 31242
WC 31208	WC 31243
WC 31209	WC 31244
WC 31212	WC 31245
WC 31213	WC 31246
WC 31214	WC 31247
WC 31215	WC 31248
WC 31216	WC 31249
WC 31218	WC 31250
WC 31219	WC 31251
WC 31220	WC 31252
WC 31221	WC 31254
WC 31222	WC 31255
WC 31223	WC 31256
WC 31224	WC 31258
WC 31226	WC 31260
WC 31227	WC 31261
WC 31228	WC 31262
WC 31229	WC 31264
WC 31230	WC 31265
WC 31231	WC 31267
WC 31232	WC 31268

LEASE: Lease between Wisconsin Central LTD., as Lessee, dated April 12, 1995, and DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on October 15, 1997.

CERTIFICATE

The undersigned, Shelley Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002